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PUBLIC DOCUMENT COUNT:		5
CONFORMED PERIOD OF REPORT:	20050930
FILED AS OF DATE:		20051114
DATE AS OF CHANGE:		20051114

FILER:

	COMPANY DATA:
		COMPANY CONFORMED NAME:			GLOBAL AXCESS CORP
		CENTRAL INDEX KEY:			0000852570
		STANDARD INDUSTRIAL CLASSIFICATION:	FINANCE SERVICES [6199]
		IRS NUMBER:				880199674
		STATE OF INCORPORATION:			NV
		FISCAL YEAR END:			1231

	FILING VALUES:
		FORM TYPE:		10QSB
		SEC ACT:		1934 Act
		SEC FILE NUMBER:	000-17874
		FILM NUMBER:		051203128

	BUSINESS ADDRESS:
		STREET 1:		225 PONTE VEDRA PARK DRIVE
		CITY:			PONTE VEDRA BEACH
		STATE:			FL
		ZIP:			32082
		BUSINESS PHONE:		9042803950

	MAIL ADDRESS:
		STREET 1:		225 PONTE VEDRA PARK DRIVE
		CITY:			PONTE VEDRA BEACH
		STATE:			FL
		ZIP:			32082

	FORMER COMPANY:
		FORMER CONFORMED NAME:	NETHOLDINGS COM INC
		DATE OF NAME CHANGE:	20001113

	FORMER COMPANY:
		FORMER CONFORMED NAME:	XPLORER S A
		DATE OF NAME CHANGE:	19960903

	FORMER COMPANY:
		FORMER CONFORMED NAME:	GERANT INDUSTRIES INC
		DATE OF NAME CHANGE:	19930513
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(MARK ONE)

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2005

OR

|_| TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from __________ to __________

000-17874
(Commission file number)

GLOBAL AXCESS CORP
(Name of Small Business Issuer in Its Charter)

NEVADA	88-0199674
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
224 PONTE VEDRA PARK DRIVE PONTE VEDRA BEACH, FLORIDA	32082
(Address of principal executive offices)	(Zip Code)

(904)280-3950
(Issuer's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act: None
Securities registered pursuant to Section 12(g) of the Act: Common Stock

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Check whether the Issuer: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 9 months (or for such shorter period that the Issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes |X| No |_|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of Exchange Act). Yes No |X|

Check if there is no disclosure of delinquent filers pursuant to Item 405

of Regulation S-B is not contained herein, and will not be contained, to the best of the Issuer's knowledge, in definitive proxy or information statements incorporated by reference in Part II of this Form 10-QSB. |X|

As of October 30, 2005, the Issuer had 18,501,286 shares outstanding of the Common Stock ($0.001 par value) and no shares outstanding of the Preferred Stock ($0.001 par value).

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Forward-Looking Statements

In addition to historical information, this Quarterly Report on Form 10-QSB contains forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section entitled "Management's Discussion and Analysis or Plan of Operation." You should carefully review the risks described in other documents we file from time to time with the Securities and Exchange Commission, including the Quarterly Reports on Form 10-QSB that have been or are to be filed in 2005. When used in this report, the words "expects," "anticipates," "intends," "plans," "believes," "seeks," "targets," "estimates," and similar expressions are generally intended to identify forward-looking statements. You should not place undue reliance on the forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-QSB. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

Estimates of future financial results are inherently unreliable.

From time to time, representatives of Global Axcess Corp (the Company) may make public predictions or forecasts regarding the Company's future results, including estimates regarding future revenues, expense levels, earnings or earnings from operations. Any forecast regarding the Company's future performance reflects various assumptions. These assumptions are subject to significant uncertainties, and, as a matter of course, many of them will prove to be incorrect. Further, the achievement of any forecast depends on numerous factors (including those described in this discussion), many of which are beyond the Company's control. As a result, there can be no assurance that the Company's performance will be consistent with any management forecasts or that the variation from such forecasts will not be material and adverse. Investors are

cautioned not to base their entire analysis of the Company's business and prospects upon isolated predictions, but instead are encouraged to utilize the entire available mix of historical and forward-looking information made available by the Company, and other information affecting the Company and its products, when evaluating the Company's prospective results of operations.

<PAGE>

In addition, representatives of the Company may occasionally comment publicly on the perceived reasonableness of published reports by independent analysts regarding the Company's projected future performance. Such comments should not be interpreted as an endorsement or adoption of any given estimate or range of estimates or the assumptions and methodologies upon which such estimates are based. Undue reliance should not be placed on any comments regarding the conformity, or lack thereof, of any independent estimates with the Company's own present expectations regarding its future results of operations. The methodologies employed by the Company in arriving at its own internal projections and the approaches taken by independent analysts in making their estimates are likely different in many significant respects. Although the Company may presently perceive a given estimate to be reasonable, changes in the Company's business, market conditions or the general economic climate may have varying effects on the results obtained through the use of differing analyses and assumptions. The Company expressly disclaims any continuing responsibility to advise analysts or the public markets of its view regarding the current accuracy of the published estimates of outside analysts. Persons relying on such estimates should pursue their own independent investigation and analysis of their accuracy and the reasonableness of the assumptions on which they are based.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

GLOBAL AXCESS CORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEET
September 30, 2005
(Unaudited)

ASSETS

Current assets	
Cash	$ 21,082
Automated teller machine vault cash	435,816
Accounts receivable, net	1,842,226
Note receivable	99,895
Inventory	182,114
Deferred tax asset - current	375,331
Prepaid expense & other current assets	497,147
Total current assets	3,453,611
Fixed assets, net	7,258,382
Other assets	
Merchant contracts	8,306,010
Note receivable	1,540,000

Intangible assets, net	4,100,835
Deferred tax asset - long term	322,279
Total assets	$ 24,981,116

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities	
Accounts payable and accrued liabilities	$ 1,715,869
Automated teller machine vault cash payable	435,816
Deferred revenue - current	89,500
Note payable related parties - current portion	15,576
Notes payable - current portion	125,147
Bank loan - current portion	925,000
Capital lease obligations - current portion	911,211
Total current liabilities	4,218,119
Long-term liabilities	
Deferred revenue - long-term portion	1,174,856
Notes payable-related parties - long-term portion	1,345,814
Notes payable - long-term portion	57,674
Bank loan - long-term portion	675,000
Capital lease obligations - long-term portion	1,868,866
Total liabilities	9,340,329
Stockholders' equity	
Preferred stock $0.001 par value; 5,000,000 shares authorized, no shares issued and outstanding	--
Common stock $0.001 par value; 45,000,000 shares authorized, 18,501,286 shares issued and outstanding	18,501
Common stock payable	841
Additional paid-in capital	20,135,877
Accumulated deficit	(4,514,432)
Total stockholders' equity	15,640,787
Total liabilities and stockholders' equity	$ 24,981,116

See Accompanying Notes to Condensed Consolidated Financial Statements

<PAGE>

GLOBAL AXCESS CORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

<TABLE>
<CAPTION>

	Three Months ended September 30,		Nine Mon
	2005	2004	200
<S>	<C>	<C>	<C>
Revenues	$ 5,069,320	$ 3,190,383	$ 15,22
Cost of revenues	2,866,998	1,717,850	8,59

Gross profit	2,202,322	1,472,533	6,[illegible]
Operating expenses:			
Depreciation and amortization	431,430	254,505	[illegible]
General and administrative	1,457,107	939,490	4,[illegible]
Total operating expenses	1,888,537	1,193,995	5,33
Operating income from continuing operations before items shown below	313,785	278,538	1,29
Other income (expense)			
Legal settlement	--	--	
Contingent reserve	--	(20,000)	
Interest expense, net	(154,474)	(17,395)	(42
Other income	--	--	
Total other income (expense)	(154,474)	(37,395)	(42
Income from continuing operations before income taxes	159,311	241,143	86
Income from continuing operations	159,311	241,143	86
Loss from discontinued operations, net of tax	(74,947)	(88,784)	(30
Net income	$ 84,364	$ 152,359	$ 55
Income per common share - basic:			
Income from continuing operations	$ 0.01	$ 0.01	$
Loss from discontinued operations	(0.00)	(0.01)	
Net income	$ 0.00	$ 0.01	$
Income per common share - diluted:			
Income from continuing operations	$ 0.01	$ 0.01	$
Loss from discontinued operations	(0.00)	(0.00)	
Net income	$ 0.00	$ 0.01	$
Weighted average common shares outstanding:			
Basic	18,501,286	16,103,088	18,14
Diluted	19,137,586	25,181,751	18,61

</TABLE>

See Accompanying Notes to Condensed Consolidated Financial Statements

<PAGE>

GLOBAL AXCESS CORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<TABLE>
<CAPTION>

	Nine months ended Septe	
	2005	2

<S>	<C>	<C>
Cash flows from operating activities:		
Income from continuing operations	$ 868,432	$ 86
Adjustments to reconcile net income from continuing operations to net cash provided by operating activities:		
Contingent reserves	--	7
Legal settlement	--	(30
Depreciation and amortization	1,105,074	87
Changes in operating assets and liabilities:		
Change in automated teller machine vault cash	19,920	(5
Change in accounts receivable	(597,416)	(60
Change in inventory	(156,135)	(2
Change in prepaid expenses and other current assets	(285,896)	(17
Change in other assets	250,367	
Change in accounts payable and accrued liabilities	(155,312)	21
Change in automated teller machine vault cash payable	(19,920)	5
Net cash provided by continuing operations	1,029,113	91
Net cash used by discontinued operations	(669,905)	(22
Net cash provided in continuing and discontinued operations	359,208	69
Cash flows from investing activities:		
Purchase of fixed assets	(998,449)	(4,45
Note receivable issued for loan	--	(9
Purchase of contracts	(66,658)	(9,26
Net cash used in investing activities	(1,065,107)	(13,82
Cash flows from financing activities:		
Proceeds from issuance of common stock, net of offering costs	686,300	7,20
Proceeds from issuance of bank loans	500,000	1,72
Proceeds from notes payable - related parties	--	1,05
Proceeds from notes payable	47,710	1,16
Proceeds on capital lease obligations	--	69
Payment on bank notes	(493,750)	
Principal payments on notes payable	(18,068)	(1
Principal payments on notes payable - related parties	--	(5
Change in stock payable	--	(3
Principal payments on capital lease obligations	(492,034)	(11
Net cash provided by financing activities	230,158	11,62
Increase/(decrease) in cash	$ (475,740)	(1,51
Cash, beginning of period	496,823	1,83
Cash, end of period	$ 21,082	$ 32

</TABLE>

See Accompanying Notes to Condensed Consolidated Financial Statements

<PAGE>

Supplemental schedule of non-cash investing and financing activities:

<TABLE>
<CAPTION>

<S>	Nine months ended Septe 2005 <C>	20 <C>
Issuance of 86,025 shares of common stock related to finder's fee for acquisition of common stock	$ -	$ 10
Issuance of 2,570,697 shares of common stock related to exchange of exercise of cashless warrants at $0.50	$ --	$1,28
Transfer of used ATM's, originally held for rental, from fixed assets to inventory, now held for sale	$ --	$ 19
Capital leases assumed for ATM purchases	$2,103,675	$
Deferred gain on sale of subsidiary	$1,540,000	$
Related party notes converted to common stock	$1,025,000	$

</TABLE>

See Accompanying Notes to Condensed Consolidated Financial Statements

<PAGE>

GLOBAL AXCESS CORP AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2005
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Securities and Exchange Commission requirements for interim financial statements. Therefore, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the Form 10-KSB for the year ended December 31, 2004 of Global Axcess Corp ("the Company").

The interim condensed consolidated financial statements present the condensed consolidated balance sheet, statements of operations, and cash flows of Global Axcess Corp and its subsidiaries. The condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

The interim condensed consolidated financial information is unaudited. In the opinion of management, all adjustments necessary to present fairly the financial position as of September 30, 2005 and the results of operations and cash flows presented herein have been included in the condensed consolidated financial statements. Interim results are not necessarily indicative of results of operations for the full year.

2. DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Global Axcess Corp, through its wholly owned subsidiaries, is a network-based electronic commerce and transaction processing company; and an automated teller machine ("ATM") network and processing consolidator.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Inventory

ATM machines available for sale are classified as inventory until such time as the machine is sold, installed and in service. Once the ATM machine is sold it is relieved to cost of sales. At September 30, 2005, the Company's ATM machine inventory totaled $182,114.

Equipment

ATM machines and related software components not currently in service are classified as fixed assets not in service, until such time either the machine is installed and in service or sold. Once in service, each ATM machine is reclassified as a fixed asset and depreciated using the remaining estimated useful life of the machine. Any ATM machines classified as fixed assets not in service and then sold would be considered a disposal group and a gain or loss on the sale would be recorded.

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Allowance and Amortization for Assets

On the balance sheet as of September 30, 2005 the Company reserved $35,983 as an allowance for bad debt against the trade receivables of $1,218,659.

As of September 30, 2005 the Company has accumulated amortization totaling $202,252 against intangible assets totaling $4,303,088.

As of September 30, 2005 the Company has accumulated amortization totaling $1,027,809 against merchant contracts totaling $9,333,819.

Earnings Per Share

Basic net income per share is computed based on the weighted average number of common shares outstanding during the period. Diluted net income per common share is computed based on the weighted average number of common shares outstanding during the period increased by the effect of dilutive stock options and stock purchase warrants using the treasury stock method. The following table sets forth the computation of basic and diluted income per common share:

<TABLE>
<CAPTION>

	Three Months Ended September 30,		Nine Mon
	2005	2004	200

<S>	<C>	<C>	<C>
Numerator:			
Income from continuing operations	$ 159,311	$ 241,143	868
Loss from discontinued operations	(74,947)	(88,784)	(309
Numerator for diluted income per share available to common stockholders	$ 84,364	$ 152,359	$ 559
Denominator:			
Weighted average shares	18,501,286	16,103,088	18,141
Effect of dilutive securities:			
Employee stock options	548,200	8,578,663	406
Warrants	88,100	500,000	66
Denominator for diluted income per share-adjusted weighted average shares after assumed exercises	19,137,586	25,181,751	18,614
Income per common share - basic:			
Income from continuing operations	0.01	0.01	
Loss from discontinued operations	(0.00)	(0.01)	(
Net income	$ 0.00	$ 0.01	$
Income per common share - diluted:			
Income from continuing operations	0.01	0.01	
Loss from discontinued operations	(0.00)	(0.00)	(
Net income	$ 0.00	$ 0.01	$

</TABLE>

Stock-based compensation - The Company applies Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees, and Related Interpretations, in accounting for stock options issued to employees. Under APB No. 25, employee compensation cost is recognized when estimated fair value of the underlying stock on the date of the grant exceeds exercise price of the stock option. For stock options and warrants issued to non-employees, the Company applies SFAS No. 123, Accounting for Stock-Based Compensation, which requires the recognition of compensation cost based upon the fair value of stock options at the grant date using the Black-Scholes option-pricing model.

<PAGE>

In December 2002, the Financial Accounting Standards Board (FASB) issued SFAS No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure". SFAS No. 148 amends the transition and disclosure provisions of SFAS No. 123. In December 2004, the FASB issued a revision to SFAS No. 123 called SFAS No. 123R, which revises the adoption period and transition periods for all entities using the fair value method and applying a modified prospective method for accounting for employee stock options. The Company will be adopting SFAS 123R as recommended for Small Business (SB) filers, as of December 15, 2005 for periods subsequent to that date. Currently, the Company is applying SFAS 123R and the modified prospective method for valuing the disclosures.

The following table represents the effect on net income and earnings per share

if the Company had applied the fair value based method and recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123, "Accounting for Stock-Based Compensation", and the transition disclosure provisions of SFAS No. 148, to stock-based employee compensation:

<TABLE>
<CAPTION>

	For the Nine Months Ended Septem	
	2005	200
<S>	<C>	<C>
Net income, as reported	$ 559,176	$ 608,
Add: Stock-based employee compensation expense included in reported income, net of related tax effects	--	
Deduct: Total stock-based employee compensation expense determined under fair value based methods for all awards, net of related tax effects	(811,247)	(338,
Pro forma net income	$ (252,071)	$ 270,
Net income per common share:		
Basic - as reported	$ 0.03	$ 0
Basic - pro forma	$ (0.01)	$ 0
Diluted - as reported	$ 0.03	$ 0
Diluted - pro forma	$ (0.01)	$ 0

</TABLE>

3. DISCONTINUED OPERATIONS

During the quarter ended September 30, 2005, the Company approved plans to dispose of its wholly-owned subsidiary, Electronic Payment & Transfer Corporation ("EPT"), and to discontinue offering prepaid debit cards and the related products and services that were marketed by EPT. Subsequently, effective September 30, 2005, the Company completed the sale of EPT to one former employee of the Company for a $1.5 million note receivable (see Note 4 - "Note Receivable"). The Company has deferred recognition of the $1,174,856 estimated gain on EPT's disposal pending collection of the note receivable. In accordance with FASB Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," the Company has classified EPT as a discontinued operation and reported its operating results within discontinued operations in the accompanying unaudited, condensed consolidated statement of operations. The estimated gain has been deferred and included in long-term liabilities in the accompanying, unaudited condensed consolidated balance sheet. Operating results of the discontinued operations were as follows:

<PAGE>

<TABLE>
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	Three Months ended September 30,		Nine
	2005	2004	2
<S>	<C>	<C>	<C>
Revenues	$ 723	$ -	$
Cost of revenues	7,000	627	

Gross profit	(6,277)	(627)	
Operating expenses:			
Depreciation and amortization	19,204	5,141	
General and administrative	208,780	83,016	4
Total operating expenses	227,984	88,157	4
Loss from discontinued operations before income taxes	(234,261)	(88,784)	(4
Provision for income (tax) benefit	159,314		1
Loss from discontinued operations, net of tax	$ (74,947)	$ (88,784)	$(3

</TABLE>

4. NOTE RECEIVABLE - Non-current

Effective September 30, 2005, the Company sold its wholly-owned subsidiary, Electronic Payment & Transfer Corporation, for $1,540,000 in a secured promissory note covering the full amount of the sale price (see Note 3 - "Discontinued Operations"). The non-current note receivable consists of the following at September 30, 2005:

9% promissory note, with monthly interest payments starting October 1, 2006 and quarterly principal payments starting August 1, 2006 maturing November 1, 2010 $1,540,000

5. COMMITMENTS AND CONTINGENCIES

Leased facilities - During March 2004, the Company extended the operating lease for its facilities under a non-cancelable operating lease for an additional 3 years expiring in March 2009. The agreement calls for an annual base rent of approximately $180,326 with an annual cost of living increase of 3%. Rent Expense during the nine-month period ending September 30, 2005 and 2004 was $216,322 and $169,347, respectively.

Future minimum rental payments required under the operating lease for the office facilities as of September 30, 2005 are as follows:

remaining three months of 2005	$ 58,046
2006	257,674
2007	258,605
2008	209,713
2009	35,476
	$ 819,514

In January 2005, the Company entered into a new loan agreement with ATM Networks Inc. at an interest rate of 6.25% per annum for 2 years. The balance as of September 30, 2005 is $35,110 and is included in notes payable current.

Capital lease obligations - During the three-month period ending September 30, 2005 the Company entered into capital lease obligations as follows:

Capital leases entered into during the three-month period ending September 30, 2005 maturing in 36 to 60 months with various rates from 5.99% to 14% totaling $971,907 as of September 30, 2005.

<PAGE>

Future minimum lease principal payments required under capital lease obligations as of September 30, 2005 are as follows:

Remaining three months of 2005	$ 291,833
2006	1,104,394
2007	894,896
2008	413,991
2009	74,963
Total capital lease obligations	$2,780,077

Legal proceedings - As of September 30, 2005, the Company has accrued legal costs of $40,000 related to various legal proceedings.

There are no new significant pending or threatened litigation or legal proceedings since December 31, 2004. In March 2004, the Company received a claim filed by James Collins, a previous employee of Global Axcess Corp. The claim was filed in Superior court of California, County of San Diego on March 2, 2004. The claim alleges the following are owed in connection with the employment agreement: compensation, bonuses and other benefits of approximately $316,915; and 90,000 restricted shares and 359,700 stock options exercisable at $3.75 per share.

The Company believes that this claim is unfounded. The Company's management believes that this claim will not have a material adverse effect on the Company's consolidated results of operations, cash flows or financial position.

The Company is evaluating various strategic opportunities with regards to its wholly owned subsidiaries (see Note 8 - "Subsequent Events" and Note 3 - "Discontinued Operations").

6. INCOME TAXES

Deferred income taxes arise from the temporary differences in reporting assets and liabilities for income tax and financial reporting purposes. These temporary differences primarily resulted from net operating losses and different amortization and depreciation methods used for financial and tax purposes.

In assessing the realizability of the deferred tax assets, management considers whether it is more likely than not, that some portion or all of the deferred tax assets will or will not be realized. The valuation allowance at September 30, 2005 is related to deferred tax assets arising from net operating loss carry-forwards. Management believes that based upon its projection of future taxable income for the foreseeable future, it is more likely than not that the Company will be able to realize the full benefit of the net operating loss carry-forwards before they expire.

At December 31, 2004, the Company has net operating loss carry-forwards totaling approximately $6,500,000 that may be offset against future taxable income through 2016.

<PAGE>

7. CHANGES IN STOCKHOLDERS' EQUITY

See the table below for all the equity transactions for the three-month period ending September 30, 2005:

<TABLE>
<CAPTION>

	Common Stock		Additional	Common Stock
	Shares	Amount	Paid-in Capital	Payable
<S>	<C>	<C>	<C>	<C>
Balance as of June 30, 2005	18,211,986	$ 18,212	$ 18,949,634	$ -
Stock options excercised in September 2005 excercised at $.73 per share average	19,300	19	28,534	20
Warrants excercised in September 2005 excercised at $0.50 per share	270,000	270	135,179	1
9% Related Party Notes converted to common Stock at $1.25 per share	--	--	1,024,180	820
Legal fees for offering	--	--	(1,650)	--
Net Income	--	--	--	--
Balance as of September 30, 2005	18,501,286	$ 18,501	$ 20,135,877	$ 841

</TABLE>

8. SUBSEQUENT EVENTS

(a) On October 28, 2005, the Company acquired approximately 1,590 automated teller machine ("ATM") processing merchant contracts and ATM placement agreements (collectively, the "Merchant Contracts") and ATMs and ATM related equipment ("Equipment") from Amer-E-Com Digital Corporation, a Florida corporation ("AECD") pursuant to an Asset Purchase Agreement dated as of October 28, 2005 between the Company and AECD. The purchase price for the acquisition was $5,527,256 in cash of which $4,775,191 was paid on closing and $752,065 was held in escrow (the "Holdback"). The transaction was funded by utilizing cash generated from the financing provided by Wachovia Bank and CAMOFI Master Fund LDC (see Notes 8(b) and 8(c) below). The Holdback shall be utilized to provide funding in connection with the purchase of 73 additional Merchant Contracts, to cover the value of any missing and lost Merchant Contracts, and to cover any indemnification required to be paid by AECD to the Company with respect to losses incurred by the Company prior to the date of acquisition of the assets purchased.

(b) On October 27, 2005, to obtain funding for the acquisition of the Merchant Contracts and the Equipment (see Note 8(a) above), the Company entered into a Third Amended and Restated Loan Agreement with Wachovia Bank ("Wachovia"), the Company's senior lender, pursuant to which Wachovia agreed to provide a term loan to the Company in the amount of $3,000,000. Such term loan was evidenced by

a Promissory Note (the "Wachovia Note") issued at the closing on October 27, 2005. Under the terms of the Wachovia Note, the Company is required to make monthly payments of $50,000 plus accrued interest commencing in November 2005. All outstanding principal and interest is payable in full in October 2010. The interest rate in connection with the Wachovia Note is 9%. In addition, the Company granted Wachovia a security interest in substantially all of its assets and intellectual property. At the closing of the Wachovia Note, the Company became obligated on $3,000,000 in notes issued to Wachovia. The Wachovia Note is a long-term debt obligation arising other than in the ordinary course of business which constitutes a direct financial obligation of the Company.

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(c) On October 27, 2005, to obtain additional funding for the acquisition of the Merchant Contracts and the Equipment (see Note 8(a) and 8(b) above), the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with CAMOFI Master LDC (the "Investor") for the sale of (i) $3,500,000 in 9% Senior Subordinated Secured Convertible Note (the "Note") and (ii) stock purchase warrants (the "Warrant") to purchase 910,000 shares of our common stock. The obligations under the Note are subordinated to Wachovia. The Company closed the financing pursuant to the Purchase Agreement on October 27, 2005. The Note bears interest at 9%, matures on October 27, 2010 and is convertible into the Company's common stock, at the Investor's option, at a conversion price of $1.45. The Company is permitted to require the Investor to convert a portion of the Note subject to the attainment of certain volume and price targets specific to the Company's common stock. The Company is required to make cash interest payments on a monthly basis and on each conversion date, with all accrued and outstanding interest due in full as of the maturity date. All overdue accrued and payments of interest incur a late fee at the rate of 20% per annum. The Company may prepay all or part of the Note in cash at 110% of the principal amount plus accrued interest. The full principal amount of the Note is due upon default under the terms of Note. In addition, the Company granted the Investor a junior security interest, subordinate to Wachovia, in substantially all of its assets and intellectual property as well as registration rights. The Warrant is exercisable until five years from the date of issuance at an exercise price of $1.75 per share. In addition, the exercise price of the Warrant is adjusted in the event the Company issues common stock at a price below the exercise price. The Investor has contractually agreed to restrict its ability to convert the Note and exercise the Warrant and receive shares of the Company's common stock such that the number of shares of the Company common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the Company's then issued and outstanding shares of common stock. The sale of the Note was completed on October 27, 2005 with respect to $3,500,000 of the Note. The Note is a debt obligation arising other than in the ordinary course of business which constitutes a direct financial obligation of the Company. The Note and Warrant were offered and sold to the Investor in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 and Rule 506 promulgated thereunder. The Investors is an accredited investor as defined in Rule 501 of Regulation D promulgated under the

Securities Act of 1933.

(d) The Company completed a private placement offering on November 11, 2005, primarily with institutional investors. The offering was priced at $6.25 per Unit. The Units were made of 5 shares of common stock and 40% common stock purchase warrants. The private offering netted $1,850,000, and will issue 1,600,000 shares of common stock and 640,000 common stock purchase warrants with an exercise price of $1.75.

(e) During October 2005, a lawsuit filed by the Company to have 750,000 shares of common stock and 500,000 common stock purchase warrants returned and cancelled has been finalized in favor of the Company.

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Item 2. Management's Discussion and Analysis or Plan of Operation

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes thereto.

In addition to historical information, this Quarterly Report on Form 10-QSB contains forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in the section entitled "Management's Discussion and Analysis or Plan of Operation". You should carefully review the risks described in other documents we file from time to time with the Securities and Exchange Commission, including the Quarterly Reports on Form 10-QSB that have been or are to be filed in 2005. When used in this report, the words "expects," "anticipates," "intends," "plans," "believes," "seeks," "targets," "estimates," "looks for," "looks to," and similar expressions are generally intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-QSB. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this document.

Summary

Global Axcess Corp (the "Company"), through its wholly owned subsidiaries, owns and operates Automatic Teller Machines ("ATM") with locations primarily in the eastern and southwestern United States of America. Our revenues are principally derived from two types of fees, which we charge for processing transactions on our ATM network. We receive an interchange fee from the issuer of the credit or debit card for processing a transaction when a cardholder uses an ATM in our network. In addition, in most cases we receive a surcharge fee from the cardholder when the cardholder makes a cash withdrawal from an ATM in our network.

Interchange fees are processing fees that are paid by the issuer of the credit or debit card used in a transaction. Interchange fees vary for cash withdrawals, balance inquiries, account transfers or uncompleted transactions, the primary types of transactions that are currently processed on ATMs in our network. The maximum amount of the interchange fees is established by the national and regional card organizations and credit card issuers with whom we have a relationship. We receive interchange fees for transactions on ATMs that we own, but sometimes we rebate a portion of the fee to the owner of the ATM location

under the applicable lease for the ATM site. We also receive the interchange fee for transactions on ATMs owned by third party vendors included within our network, but we rebate all or a portion of each fee to the third party vendor based upon negotiations between us. The interchange fees received by us vary from network to network and to some extent from issuer to issuer, but generally range from $0.15 to $0.55 per cash withdrawal. Interchange fees for balance inquiries, account transfers and denied transactions are generally substantially less than fees for cash withdrawals. The interchange fees received by us from the card issuer are independent of the service fees charged by the card issuer to the cardholder in connection with ATM transactions. Service fees charged by card issuers to cardholders in connection with transactions through our network range from zero to as much as $2.50 per transaction. We do not receive any portion of these service fees.

In most markets we impose a surcharge fee for cash withdrawals. Surcharge fees are a substantial additional source of revenue for us and other ATM network operators. The surcharge fee for ATMs in our network ranges between $1.50 and $2.50 per withdrawal. The surcharge fee for other ATMs in our network ranges between $0.50 and $7.50 per withdrawal. We receive the full surcharge fee for cash withdrawal transactions on ATMs that we own, but often we rebate a portion of the fee to the owner of the ATM location under the applicable lease for the ATM site. We also receive the full surcharge fee for cash withdrawal transactions on ATMs owned by third party vendors included within our network, but we rebate all or a portion of each fee to the third party vendor based upon a variety of factors, including transaction volume and the party responsible for supplying vault cash to the ATM and only record earned revenue based upon the Company contracts with the third party vendors.

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In addition to revenues derived from interchange and surcharge fees, we also derive revenues from providing network management services to third parties owning ATMs included in our ATM network. These services include 24 hour transaction processing, monitoring and notification of ATM status and cash condition, notification of ATM service interruptions, in some cases, dispatch of field service personnel for necessary service calls and cash settlement and reporting services. The fees for these services are paid by the owners of the ATMs.

Interchange fees are credited to us by networks and credit card issuers on a monthly basis and are paid to us in the following month between the 5th and 15th business day. Surcharge fees are charged to the cardholder and credited to us by networks and credit card issuers on a daily basis. We periodically rebate the portion of these fees owed to ATM owners and owners of ATM locations. Fees for network management services are generally paid to us on a monthly basis.

The Company's mission is to become a leading global ATM network and services provider through network acquisition. The Company is positioning itself to leverage its advanced technology, economies of scale and industry knowledge to capture a larger portion of the non-bank ATM market. Importantly, having both project management and transaction processing allows the Company to successfully compete in its industry. Most competitors do not have this vertical capability. When coupled with third-party products, the Company will be in a position to increase the financial services offered by the ATM. These future financial and digital-based products will be targeted towards the traditional ATM customer (domestically,15% of the working population do not use traditional bank services/checking accounts), as well as potential new ATM customers. These products are intended to give the Company a competitive edge in both product

offerings and higher margin revenues, and to draw ATM companies to its acquisition strategy. Although the Company has historically focused its operations mainly in the Eastern region of the United States of America, the Company has commenced expansion of its operations throughout the United States of America.

Critical Accounting Policies

The fundamental objective of financial reporting is to provide useful information that allows a reader to comprehend our business activities. To aid in that understanding, management has identified our "critical accounting policies". When more than one accounting principle, or the method of its application, is generally accepted, management selects the principle or method that is appropriate in the specific circumstances. Application of these accounting principles requires our management to make estimates about the future resolution of existing uncertainties. As a result, actual results could differ from these estimates. Accordingly, these policies have the potential to have a significant impact on our consolidated financial statements, either because of the significance of the consolidated financial statement item to which they relate, or because they require judgment and estimation due to the uncertainty involved in measuring, at a specific point in time, events which are continuous in nature.

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In preparing these consolidated financial statements, management has made its best estimates and judgments of the amounts and disclosures included in the consolidated financial statements. Except as separately discussed, we do not believe there is a great likelihood that materially different amounts would be reported under different conditions or by using different assumptions pertaining to the accounting policies described below.

Revenue Recognition Policies. We recognize revenues as ATM cardholders use ATMs or as services are rendered to customers. When the customer accepts the convenience fee, also known as surcharge fees, and performs a transaction on the ATM, revenue can then be recognized since that transaction is then captured by the Company's database. In connection with recording revenue, estimates and assumptions are required in determining the expected conversion of the revenue streams to cash collected. The reserve estimation process requires that management make assumptions based on historical results, future expectations, the industry's economic and competitive environment, changes in the creditworthiness of our customers, and other relevant factors. Revenues are also adjusted with positive and negative processing accruals occurring in the operation of the Company's ATM network in the ordinary course of business. It is the policy of the Company to book as revenue all surcharge and interchange it receives and has earned based upon their contracts, whether for its owned ATMs or for those it manages. In the case of managed ATMs, the Company then books as a contracted expense a lease fee for the use of the ATM or space rent and pays this to the owners of the ATMs and/or the third party vendors. Where the Company provided only processing services through it's wholly owned subsidiary, EFT Integration, the Company only records the fees it charges to its customers as revenue. During consolidation of the financial statements the Company eliminates the revenue earned by EFT Integration for the processing of Company owned or managed ATMs. Surcharge fees are fees assessed directly to the consumer utilizing the ATM terminals owned by the Company. The surcharge fees assessed range from $1.50 to $2.50 based upon a cash withdrawal transaction from the ATM terminals. The Company records only the surcharge and interchange monies due to the Company because it owns the ATMs or it manages the ATM's and records the

management or processing income due under contracts the Company owns. The Company does not record surcharge or interchange monies that pass through the Company's processor to the ATM owner.

Interchange fees are fees assessed directly to the card issuer of the consumer. The interchange fees are comprised of two fees: (1) an interchange fee ranging from approximately $0.40 to $0.55 based upon each cash withdrawal transaction; and (2) an interchange fee ranging from approximately $0.15 to $0.25 based upon an account inquiry by the consumer.

Processing fees are earned by EFT Integration (EFTI), a wholly owned subsidiary of the Company, for the switching of transactions between the ATMs and the cardholders bank(s). The processing fees earned by EFTI for the switching of transactions for Nationwide Money Services, Inc.'s ATMs are eliminated at time of consolidation. However, EFTI switches transactions for companies other than Nationwide Money Services.

Management fees are charged to various companies or individuals that use the services of Nationwide Money Services to operate their ATMs. These fees are for services such as cash management, project management and account management.

Software sales and services are recorded when complete, shipped and invoiced.

Allowance of Uncollectible Accounts Receivable. Merchants and investors have been historically billed for reimbursable expenses of the Company as part of negotiated contracts. The accounts receivable, for these reimbursed expense invoices, have been historically reduced by an allowance for amounts that may become uncollectible in the future. The Company reviews the accounts receivable on a regular basis to determine the collectability of the accounts. The Company reserves for accounts that have aged over 90 days and are no longer an active account.

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Inventory. ATM machines available for sale are classified as inventory until such time as the machine is sold, installed and in service. Once the ATM machine is sold it is relieved to cost of sales. At September 30, 2005, the Company's ATM machine inventory totaled $182,114.

Equipment. ATM equipment comprises a significant portion of our total assets. Changes in technology or changes in our intended use of these assets may cause the estimated period of use or the value of these assets to change. We perform annual internal studies to confirm the appropriateness of estimated economic useful lives for each category of current equipment. Estimates and assumptions used in setting depreciable lives require both judgment and estimates. ATM machines and related software components not currently in service are classified as fixed assets not in service, until such time either the machine is installed and in service or sold. Once in service, each ATM machine is reclassified as a fixed asset and depreciated using the remaining estimate useful life of the machine. Any ATM machines classified as fixed assets not in service and then sold would be considered a disposal group and a gain or loss on the sale would be recorded.

Goodwill. In July 2001, the FASB issued SFAS No. 142, 'Goodwill and Other Intangible Assets,' which was required to be adopted for fiscal 2002. SFAS No. 142 established accounting and reporting standards for goodwill and intangible assets resulting from business combinations. SFAS No. 142 included provisions discontinuing the periodic amortization of, and requiring the assessment of the

potential impairments of, goodwill (and intangible assets deemed to have indefinite lives). As SFAS No. 142 replaced the measurement guidelines for goodwill impairment, goodwill not considered impaired under previous accounting literature may be considered impaired under SFAS No. 142. SFAS No. 142 also required that the Company complete a two-step goodwill impairment test. The first step compared the fair value of each reporting unit to its carrying amount, including goodwill. If the fair value of a reporting unit exceeded its carrying amount, goodwill is not considered to be impaired and the second step was not required. SFAS 142 required completion of this first step within the first three months of initial adoption and annually thereafter. If the carrying amount of a reporting unit exceeded its fair value, the second step is performed to measure the amount of impairment loss. The second step compared the implied fair value of goodwill to the carrying value of a reporting unit's goodwill. The implied fair value of goodwill is determined in a manner similar to accounting for a business combination with the allocation of the assessed fair value determined in the first step to the assets and liabilities of the reporting unit. The excess of the fair value of the reporting unit over the amounts assigned to the assets and liabilities is the implied fair value of goodwill. This allocation process was only performed for purposes of evaluating goodwill impairment and did not result in an entry to adjust the value of any assets or liabilities. An impairment loss is recognized for any excess in the carrying value of goodwill over the implied fair value of goodwill.

Asset Impairment. The Company reviews long-lived assets for impairment under SFAS No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets." Long-lived assets to be held and used are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. Long-lived assets to be disposed of are reported at the lower carrying amount or fair value less cost to sell. During the year ended December 31, 2004, the Company determined that there were no long-lived assets that were impaired.

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Intangible assets with finite lives are stated at cost, net of accumulated amortization, and are subject to impairment testing under certain circumstances in accordance with SFAS No. 144 and other applicable pronouncements. These assets are amortized on the straight-line and accelerated methods, as appropriate, over their estimated useful lives or period of expected benefit. Intangible assets with indefinite lives are subject to periodic impairment testing in accordance with SFAS No. 142.

Recent Developments

(a) During the quarter ended September 30, 2005, the Company approved plans to dispose of its wholly-owned subsidiary, Electronic Payment & Transfer Corporation ("EPT"), and to discontinue offering prepaid debit cards and the related products and services that were marketed by EPT. Subsequently, effective September 30, 2005, the Company completed the sale of EPT to one former employee of the Company for a $1.5 million note receivable (see Note 4 - "Note Receivable" - to the unaudited, consolidated condensed financial statements). The Company has deferred recognition of the $1,174,856 estimated gain on EPT's disposal pending collection of the note receivable. In accordance with FASB Statement No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets," the Company has

classified EPT as a discontinued operation and reported its operating results within discontinued operations in the accompanying unaudited, condensed consolidated statement of operations. The estimated gain has been deferred and included in long-term liabilities in the accompanying, unaudited condensed consolidated balance sheet. Operating results of the discontinued operations were as follows:

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	Three Months ended September 30,		Nin
	2005	2004	
<S>	<C>	<C>	<C
Revenues	$ 723	$ --	$
Cost of revenues	7,000	627	
	---------	---------	--
Gross profit	(6,277)	(627)	
Operating expenses:			
Depreciation and amortization	19,204	5,141	
General and administrative	208,780	83,016	
	---------	---------	--
Total operating expenses	227,984	88,157	
	---------	---------	--
Loss from discontinued operations before income taxes	(234,261)	(88,784)	(
Provision for income (tax) benefit	159,314		
	---------	----	
Loss from discontinued operations, net of tax	$ (74,947)	$ (88,784)	$(
	=========	=========	=

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(b) See Note "Subsequent Events" under Recent Developments above.

Comparison of Results of Continuing Operations for the Three and Nine Months Ended September 30, 2005 and 2004

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Revenues. The Company reported total operating revenue from continuing operations of $5,069,320 for the three month period ended September 30, 2005 as compared to $3,190,383 for the three month period ended September 30, 2004. During the nine-month periods ended September 30, 2005 and 2004, operating revenues from continuing operations increased to $15,224,267 from $9,038,933, respectively. This increase in the three and nine month revenues are mainly due to higher surcharge and interchange revenue from acquired ATM merchant locations and increased organic sales of ATMs.

Cost of Revenues. Our total cost of revenues from continuing operations increased from $1,717,850 to $2,866,998 in the three-month periods ended September 30, 2004 and 2005, respectively. During the nine-month periods ended September 30, 2005 and 2004, the cost of revenues from continuing operations increased to $8,594,511 from $4,891,430, respectively. Both the continued growth in our Branded Partners and the acquisition during fiscal year 2005 had a significant impact on the cost of revenues from continuing operations for the three- and nine-months ending September 30, 2005. Increases in interest rates affects the rental cost of the vault cash used in the ATM's. During the nine month period ending September 30, 2005, the Company has seen increased vault cash costs. The Company can offset this cost with increased branded locations.

Gross Margin. Gross profit from continuing operations as a percentage of revenue for the three-month periods ended September 30, 2005 and 2004 were 43.4%, or $2,202,322, and 46.2%, or $1,472,533, respectively. During the nine-month periods ended September 30, 2005 and 2004, the gross margins from continuing operations increased to $6,629,756 from $4,147,503, respectively. There was a significant increase during 2005 in the number of ATMs in service, with approximately 3,500 in service during 2005 compared to 2,400 ATMs in service during the same three and nine-month periods ending September 30, 2004.

Operating Expenses. Our total operating expenses from continuing operations for the three months ended September 30, 2005 and 2004, were $1,888,537 and $1,193,194, respectively. During the nine-month periods ended September 30, 2005 and 2004, operating expenses from continuing operations increased to $5,333,568 from $3,445,690, respectively. The principal components of operating expenses are professional fees, administrative salaries and benefits, depreciation and amortization, consulting fees, occupancy costs, sales and marketing expenses and administrative expenses. The increases in both depreciation and general and administrative costs were due to the acquisitions of ATM merchant contracts during the fourth quarter of 2004.

Income from Continuing Operations. We had income from continuing operations for the three-month period ending September 30, 2005 in the amount of $159,311 as compared to income from continuing operations of $241,143 in the three-month period ending September 30, 2004. During the nine-month periods ended September 30, 2005 and 2004, income from continuing operations slightly increased to $868,432 from $860,328, respectively.

Other Income and expense. During the three months ended September 30, 2005 and 2004, there was no other income from continuing operations. During the nine months ended September 30, 2005, other income from continuing operations totaled $1,762 compared to $229,000 for the nine months ended September 30, 2004. Other income during the nine months ended September 30, 2004 included $304,000 from one legal settlement offset by a $75,000 contingent reserve.

Interest Expense, Net. Interest expense, net, from continuing operations increased for the three-month period ending September 30, 2005 to $154,474 from $17,476 for the three-month period ending September 30, 2004. During the nine-month periods ended September 30, 2005 and 2004, interest expense, net, from continuing operations increased to $429,518 from $70,228, respectively. The increase was mainly due to fees charged on loans and leases, for purchases of acquisitions and new ATMs, amortized during the three and nine-month periods ended September 30, 2005.

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Income from continuing operations before provision for tax. We had net income from continuing operations before taxes of $159,311 for the three months ended September 30, 2005 as compared to net income from continuing operations before taxes of $241,143 for the three-month period ending September 30, 2004. During the nine-month periods ended September 30, 2005 and 2004, income from continuing operations before taxes increased to $868,432 from $860,328, respectively.

Income Taxes. We paid no income taxes in either of the respective periods ending September 30, 2005 and 2004. This was a result of a net operating loss carry-forward from 2002 of approximately $6,500,000. We have unused operating loss carry forwards which will expire in various periods through 2022

LIQUIDITY AND CAPITAL RESOURCES

Working Capital. As of September 30, 2005, the Company had current assets of $3,453,611 and current liabilities of $4,218,119, which results in a negative working capital of $764,508, as compared to current assets of $2,750,511 and current liabilities of $3,849,746 resulting in a negative working capital of 1,099,235 as of December 31, 2004. The ratio of current assets to current liabilities increased to 0.82 at September 30, 2005 from 0.71 at December 31, 2004. It is expected that cash provided from operations will be sufficient for the next 12 months.

Additional Funding Sources

We have funded our operations and investment activities from cash flow generated by operations and financing activities. Net cash provided by operating activities during the nine-month periods ending September 30, 2005 and 2004 was $359,209 and 696,162, respectively. Net cash provided by continuing operating activities in the nine-month period ending September 30, 2005 consisted primarily of net income of $868,432, depreciation and amortization of $1,105,074. Increases in operating assets over liabilities amounted to $944,392. The increase in the operating assets were mainly due to higher levels of accounts receivable and other assets by $597,416 and 191,664, respectively, and decreases in accounts payable by $155,312.

The Company's sources of cash are adequate for the next 12 month's of operations.

In order to fulfill its business plan and expand its business, the Company must have access to funding sources that are prepared to make equity or debt investments in the Company's securities.

In order to address this potential for growth, the Company has taken steps to raise additional funds to finance its operations, including the potential for making strategic acquisitions, which could better position the Company for growth. Historically, the Company has relied primarily upon institutional investors for this purpose. There can be no guarantee that institutional funding will be available to the Company in the near future. The Company has conducted several private placement offerings with accredited investors.

The Company's ability to attract investors depends upon a number of factors, some of which are beyond the Company's control. The key factors in this regard include general economic conditions, the condition of ATM markets, the availability of alternative investment opportunities and the Company's past financial performance affecting the Company's current reputation in the financial community.

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The Company is continuing its efforts to raise additional capital through equity or debt financings. To continue its current business plan and acquisition strategy the Company estimates, it will require approximately $8,500,000 in additional capital to meet its needs for the next 12 months for acquisitions and such items as new ATM leases.

The Company will require significant additional financing in the future in order to satisfy its acquisition plan. To fund its continued growth the Company intends to raise additional capital through debt and equity financings, however,

the Company cannot guarantee that it will be able to raise funding through these types of financings. The need for additional capital to finance operations and growth will be greater should, among other things, revenue or expense estimates prove to be incorrect, particularly if additional sources of capital are not raised in sufficient amounts or on acceptable terms when needed. Consequently, the Company may be required to reduce the scope of its business activities until other financing can be obtained.

The Company does not use its own funds for vault cash, but rather relies upon third party sources. The Company in general rents the vault cash from financial institutions and pays a negotiated interest rate for the use of the money. The vault cash is never in the possession of, controlled or directed by the Company but rather cycles from the bank, to the armored car carrier, and to the ATM. Each days withdrawals are settled back to the owner of the vault cash on the next business day. Both Nationwide Money and its customers (the merchants) sign a document stating that the vault cash belongs to the financial institution and that neither party has any legal rights to the funds. The required vault cash is obtained under the following arrangements.

o Palm Desert Bank. Nationwide Money Services has been using Palm Desert National Bank as a vault cash provider since April of 2001. This relationship was limited to the funding of a specific portfolio of ATMs and as a result limited the growth potential of the relationship. During the third quarter of 2002, Nationwide Money and Palm Desert initiated discussions to expand the relationship and for Palm Desert to provide vault cash for additional ATMs. As of September 30, 2005, Nationwide Money had 105 ATMs funded by Palm Desert with a vault cash outstanding balance of about $3,000,000. In January 2003, we entered into an arrangement with Palm Desert allowing us to obtain up to $10,000,000 in vault cash. The Palm Desert Bank arrangement has a term of two years and may be terminated by Palm Desert Bank upon breach by us and upon the occurrence of certain other events. Under this arrangement, we are required to pay a monthly service fee on the outstanding amount equal to the prime rate of interest, plus a specified percentage, and must pay monthly "bank" fees. Additionally the Company is required to make a deposit with Palm Desert Bank in an amount determined by the outstanding balance. We are also required to maintain insurance on the vault cash.

o WSFS. On May 15, 2000, we entered into an arrangement with Wilmington Savings Fund Society ("WSFS") allowing us to obtain up to $2,000,000 in vault cash. In May 2002, we renewed the agreement with WSFS and increased the vault cash limit to $5,000,000 and the new contract has a month-to-month term. Due to added locations from our acquisitions we have increased the WSFS line as of September 30, 2005, to approximately $20,000,000. The Company is currently using approximately $15,000,0000 of the WSFS line. The WSFS contract may be terminated by WSFS at any time upon breach by us and upon the occurrence of certain other events. Under this arrangement, we are required to pay a monthly service fee on the outstanding amount equal to the prime rate of interest, plus a specified percentage, and must pay monthly "bank" and insurance fees. We are also required to maintain insurance on the vault cash.

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o Various Branded Cash Partners. Nationwide Money has partnered with

numerous banks and credit unions to market specific Nationwide ATMs to the cardholders of these institutions. We add signage and marketing material to the ATM so that the ATM is easily identified as being associated with the bank or credit union, and the cardholders of these institutions receive surcharge free transactions at the designated ATMs. This provides the bank or credit union additional marketing power and another point of access to funds for their cardholders. In return for this benefit, the bank or credit union, provide and manage the vault cash in the specified ATM(s), as well as provide and pay for cash replenishment and first line maintenance. The advantage to Nationwide Money is that this reduces the costs associated with vault cash, cash replenishment and first line by approximately 50%. Another advantage is that with a branded ATM, transactions volumes traditionally increase more than at a non-branded ATM. As of September 30, 2005 , Nationwide Money had 80 branded partners, which funded over 750 ATMs in 9 states, with about $9.0 million in outstanding vault cash.

As a result of certain factors, our cash provided by continuing operating activities has slightly increased for the nine-month period ending September 30, 2005, compared to the nine-month period ending September 30, 2004. The Company is realizing more profit and a higher level of depreciation/amortization, thus raising the cash from continuing operations to approximately $1,029,000 from $920,000, respectively. With this increase in operating cash flows we have incurred additional demands on our available capital in connection with the start-up expenses associated with our two new subsidiaries Axcess Technologies Corp. and Cash Axcess Corp. The cash balance as of September 30, 2005 of $21,082, reflects the usage of cash to invest mainly in ATM equipment during the nine month period, as the cash used for investing was $1,065,107. Net funds provided by financing activities made up $230,157, to apply towards the asset investments.

As any newly-placed ATMs mature, such ATMs generally experience increased activity and generate increased revenues. We believe that future cash flow from operations will be sufficient to fund operations and to allow us to continue to explore and pursue expansion opportunities.

If cash flow from operations is not sufficient to fund our operations, we may be required to seek additional sources of financing. If any of our existing financing arrangements are terminated, or if we seek additional funding to expand our ATM network, additional financing may not be available when needed or may not be available on acceptable terms. In that event, our ability to maintain and expand our ATM network may be adversely affected. The loss of one or more sources of vault cash funding or the loss of additional customers could have a material adverse effect on our business, results of operations and financial condition. As always, we continue to look for new and alternative vault cash sources.

Contractual Obligations. Our ability to fund our capital needs is also impacted by our overall capacity to acquire favorable financing terms in our acquisition of ATMs. Our contractual obligations, including commitments for future payments under non-cancelable lease arrangements and short and long-term debt arrangements, are summarized below. We do not participate in, nor secure financings for, any unconsolidated, limited or special purpose entities. We anticipate that our capital expenditures (outside of acquisitions) for fiscal 2005 will total approximately $1,800,000, primarily for the acquisition of ATMs and related ATM installation costs. We lease ATMs under capital lease agreements that expire between in 2006 and 2008 and provide for lease payments at interest rates up to 14% per annum. See Note 8 to the Consolidated Financial Statements in the Form 10KSB Annual Report.

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Inflation

Impact of Inflation and Changing Prices. While subject to inflation, we were not impacted by inflation during the past two fiscal years in any material respect. During the current year inflation, mainly through interest rate hikes have increased the rental cost of our vault cash. As the interest rates increase and vault cash becomes increasingly more due to acquisitions this factor will have a less favorable impact on the Company's income.

Item 3. Controls and Procedures.

As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective as of September 30, 2005. There was no change in our internal controls or in other factors that could affect these controls during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, the Company is a party to litigation or other legal proceedings that it considers to be a part of the ordinary course of its business. In March 2004, the Company received a claim filed by James Collins, a previous employee of Global Axcess Corp. The claim was filed in Superior court of California, County of San Diego on March 2, 2004. The claim alleges the following are owed in connection with the employment agreement: compensation, bonuses and other benefits of approximately $316,915; and 450,000 restricted shares and 1,798,500 stock options exercisable at $0.75 per share.

The Company believes that this claim is unfounded. The Company's management believes that this claim will not have a material adverse effect on the Company's consolidated results of operations, cash flows or financial position.

The Company is not involved currently in legal proceedings that could reasonably be expected to have a material adverse effect on its business, prospects, financial condition or results of operations except as set forth below. We may become involved in material legal proceedings in the future.

Item 2. Unregistered Sale of Equity Securities and Use of Proceeds

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On October 27, 2005, to obtain additional funding for the acquisition of the Merchant Contracts and the Equipment, the Company entered into a Securities Purchase Agreement (the "Purchase Agreement") with CAMOFI Master LDC (the

"Investor") for the sale of (i) $3,500,000 in 9% Senior Subordinated Secured Convertible Note (the "Note") and (ii) stock purchase warrants (the "Warrant") to purchase 910,000 shares of our common stock. The obligations under the Note are subordinated to Wachovia. The Company closed the financing pursuant to the Purchase Agreement on October 27, 2005. The Note bears interest at 9%, matures on October 27, 2010 and is convertible into the Company's common stock, at the Investor's option, at a conversion price of $1.45. The Company is permitted to require the Investor to convert a portion of the Note subject to the attainment of certain volume and price targets specific to the Company's common stock. The Company is required to make cash interest payments on a monthly basis and on each conversion date, with all accrued and outstanding interest due in full as of the maturity date. All overdue accrued and payments of interest incur a late fee at the rate of 20% per annum. The Company may prepay all or part of the Note in cash at 110% of the principal amount plus accrued interest. The full principal amount of the Note is due upon default under the terms of Note. In addition, the Company granted the Investor a security interest in substantially all of its assets and intellectual property as well as registration rights. The Warrant is exercisable until five years from the date of issuance at an exercise price of $1.75 per share. In addition, the exercise price of the Warrant is adjusted in the event the Company issues common stock at a price below the exercise price. The Investor has contractually agreed to restrict its ability to convert the Note and exercise the Warrant and receive shares of the Company's common stock such that the number of shares of the Company common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the Company's then issued and outstanding shares of common stock. The sale of the Note was completed on October 27, 2005 with respect to $3,500,000 of the Note. The Note is a debt obligation arising other than in the ordinary course of business which constitutes a direct financial obligation of the Company. The Note and Warrant were offered and sold to the Investor in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 and Rule 506 promulgated thereunder. The Investors is an accredited investor as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

Item 5. Other Information.

On September 21, 2005, Donald Headlund submitted a letter dated September 7, 2005 to Global Axcess Corp (the "Company") pursuant to which he resigned as a Director of the Company.

During the quarter ended September 30, 2005, the Company approved plans to dispose of its wholly-owned subsidiary, Electronic Payment & Transfer Corporation ("EPT"), and to discontinue offering prepaid debit cards and the related products and services that were marketed by EPT. Subsequently, effective September 30, 2005, the Company completed the sale of EPT to an employee of the Company for a $1.5 million note receivable.

Item 6. Exhibits.

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Exhibit	Description
31.1	Certification of the Chief Executive Officer of Global Axcess Corp pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer of Global Axcess Corp pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer of Global Axcess Corp pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer of Global Axcess Corp pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as of November 12, 2005 the Issuer has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GLOBAL AXCESS CORP.

By: /s/ MICHAEL DODAK
Michael Dodak
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Issuer and in the capacities indicated on the 12th day of November, 2005.

Signature	Title
/s/ Michael Dodak Michael Dodak	CEO, Chairman
/s/ David Fann David Fann	President, Secretary and Director
/S/ Lock Ireland Lock Ireland	Director
/S/ Robert Landis Robert Landis	Director
/s/ Georg Hochwimmer Georg Hochwimmer	Director

/S/ Robert Pearson

Robert Pearson Director

/S/ David Surette

David Surette Chief Financial Officer,
Chief Accounting Officer

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CERTIFICATION

I, Michael J. Dodak, certify that:

1. I have reviewed this Form 10-QSB of Global Axcess Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based

on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

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(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: November 12, 2005
/s/ Michael J. Dodak

Michael J. Dodak
Chief Executive Officer
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CERTIFICATION

I, David J. Surette, certify that:

1. I have reviewed this Form 10-QSB of Global Axcess Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: November 12, 2005

/s/ David J. Surette

David J. Surette
Chief Financial Officer and
Chief Accounting Officer

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EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael Dodak, the Chief Executive Officer of Global Axcess Corp. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge:

(1) the Quarterly Report on Form 10-QSB of the Company for the fiscal quarter ended September 30, 2005 (the "Report") fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 12, 2005

/s/ Michael Dodak

Name: Michael Dodak
Title: Chief Executive Officer

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EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, David J. Surette, the Chief Financial Officer and Chief Accounting Officer of Global Axcess Corp. (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge:

(1) the Quarterly Report on Form 10-QSB of the Company for the fiscal quarter ended September 30, 2005 (the "Report") fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 12, 2005

/s/ David J. Surette

Name: David J. Surette
Title: Chief Financial Officer &
Chief Accounting Officer

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-----END PRIVACY-ENHANCED MESSAGE-----